

## **EXHIBIT 2**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

IN RE: DEALER MANAGEMENT  
SYSTEMS ANTITRUST LITIGATION

AUTHENTICOM, INC., et al.,

Plaintiffs,

vs.

CDK GLOBAL, LLC, et al.,

Defendants.

No. 18 C 864

Chicago, Illinois  
August 14, 2020  
10:41 a.m.

TRANSCRIPT OF PROCEEDINGS

BEFORE THE HONORABLE JEFFREY T. GILBERT

APPEARANCES:

For the Plaintiffs: KELLOGG, HANSEN, TODD, FIGEL &  
FREDERICK P.L.L.C.  
BY: MR. DANIEL V. DORRIS  
MR. DEREK TAM HO  
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For CDK Global, LLC: MAYER BROWN LLP  
BY: MS. BRITT M. MILLER  
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Chicago, Illinois 60606  
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1 APPEARANCES: (Continued)

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For The Reynolds &  
Reynolds Company:

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GIBBS & BRUNS LLP  
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1 (Proceedings heard telephonically and in open court:)

2 THE CLERK: 18 Civil 864, In Re: Dealer Management  
3 Systems Antitrust Litigation, for telephone conference.

4 THE COURT: Okay. Good morning, everybody. It's  
5 Judge Gilbert.

6 We're on the record. We have a court reporter, Nancy  
7 Bistany. And I'm going to ask counsel who want to be reflected  
8 as appearing of record to state their appearances now and then  
9 also to send an email to our court reporter directly with your,  
10 you know, name and appearance information to Nancy,  
11 Nancy\_Bistany@ilnd.uscourts.gov.

12 And I'm also communicating a request from our court  
13 reporter that when you speak, you speak clearly, slowly, and  
14 into the microphone and also identify yourself before you speak  
15 so the proper name can be associated with the person who is  
16 speaking.

17 Okay. Let's start with appearances for plaintiff or  
18 plaintiffs, and then we'll move to defense counsel.

19 MR. DORRIS: Good morning, Your Honor.

20 This is Dan Dorris for -- from Kellogg Hansen on  
21 behalf of Authenticom.

22 MR. HO: Good morning, Your Honor.

23 This is Derek Ho, also from Kellogg Hansen.

24 THE COURT: Anybody else on the plaintiffs' side?

25 Okay. For the defendants?

1 MR. MacDONALD: Good morning, Your Honor. This is --  
2 good morning, Your Honor.

3 This is Ross MacDonald of Gibbs & Bruns for  
4 defendant, The Reynolds & Reynolds Company.

5 And also on the line is Aundrea Gulley, also of  
6 Gibbs & Bruns.

7 THE COURT: Okay. And just FYI, you're a little bit  
8 garbled or breaking up. I don't know if it's because you're  
9 speaking on a speaker from a cell phone, or whatever, just FYI.

10 And any other appearance?

11 MS. MILLER: Good morning, Your Honor.

12 Britt Miller of Mayer Brown on behalf of CDK Global,  
13 LLC.

14 THE COURT: Okay. Anybody else?

15 And, Ms. Miller, we heard you fine.

16 MS. MILLER: Thank you, Your Honor.

17 THE COURT: Okay. Are you all hearing me? If you're  
18 not hearing me, say so, okay, like now.

19 (No response.)

20 THE COURT: Okay. Good.

21 Okay. This is the way I think we ought to proceed  
22 here. I mean, I -- as you know, I sent you pretty detailed  
23 inclinations based upon the review of the documents, and I  
24 wanted -- I wanted you to have those in advance of the hearing.  
25 I thought it would expedite matters before the hearing,

1 of this litigation. And I don't know whether it mentions  
2 additionally suing CDK or suing them for, you know, an alleged  
3 conspiracy between Reynolds and CDK, which is the focus of this  
4 litigation.

5 So the fact that Authenticom was obsessed or  
6 grumbling that Reynolds had taken certain actions that had as a  
7 dispute impacted it negatively does not make it a document  
8 created in anticipation of this litigation or because of this  
9 litigation, which is the standard in this district.

10 We also (inaudible, audio feedback) --

11 THE COURT REPORTER: I'm sorry. Mr. MacDonald -- Mr.  
12 MacDonald, you're breaking up on my end. I'm sorry.

13 MR. MacDONALD: Yes, I'm sorry. I'm sorry.

14 I was just going to say, in addition to it being well  
15 before any litigation was instituted and presumably about a  
16 different type of litigation than was ultimately filed, the  
17 fact that it is a communication plan we think makes it unlikely  
18 to be an attorney's work product or reflecting the mental  
19 impressions of an attorney about -- about this. We think it's  
20 unlikely to be work product.

21 THE COURT: Okay. Yeah, I agree. This is just not  
22 attorney work product.

23 In terms of the anticipation of litigation,  
24 Mr. Dorris, you know, at page .005 of the document, there's a  
25 note which in my mind specifically says in so many words

1 litigation is not necessarily anticipated at this point. It  
2 could happen in the future, but this is -- this is two years  
3 before anything happens and many, many -- and at least a year  
4 or more before anybody has really taken any steps.

5 It's a public relations communication plan, and  
6 whether or not you got a lawyer from Goodwin Proctor involved  
7 or not is -- doesn't change that. And, you know, I guess I  
8 can't see how you make a description of this document on your  
9 privilege log as, quote, "Confidential communications between  
10 common interest parties reflecting the request for legal advice  
11 of Stegmaier, Gerry regarding CDK and Reynolds' data access  
12 issues."

13 Somebody has got pat little words that they put in  
14 there, but when I read that, I read this document, the  
15 description does not operate in the same universe as this  
16 document. So it gets produced. It's not work product, and  
17 it's not even close.

18 Tab -- you know what, I want to take -- we've been  
19 going longer than I thought. I'm going to take a five-minute  
20 break here, and then we'll come back and finish the rest of the  
21 documents, and we'll move on.

22 I also was going to ask the parties at the end of  
23 this, by the way -- I'd like the lawyers' view on this -- I  
24 know I have under advisement the motion for production of work  
25 product material that's being withheld by AutoLoop. And I'm

C E R T I F I C A T E

I, Nancy L. Bistany, certify that the foregoing is a complete, true, and accurate transcript from the telephonic record of proceedings on August 14, 2020, before the HON. JEFFREY T. GILBERT in the above-entitled matter, to the best of my ability.

/s/ Nancy L. Bistany, CSR, RPR, FCRR

August 20, 2020

Official Court Reporter  
United States District Court  
Northern District of Illinois  
Eastern Division

Date